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COUNSEL FOR THE COMPANIES AND
SYNDICATES AT LLOYD'S, LONDON THAT
INDIVIDUALLY SUBSCRIBED TO INSURANCE
POLICIES IDENTIFIED AS B0823AB7100402,
B0823AB7A00435, B0823AM7B00195, 576/AJA2338,
576/AKA2338, 501/MU06AQJ1, 501/MU07AQJ1 AND
B08752008QAM5036

COUNSEL FOR AMERICAN INTERNATIONAL
GROUP, INC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

SUPERIOR AIR PARTS, INC.

Debtor.

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§

Case No. 08-36705-BJH-11

AVIATION INSURERS' COMMENT TO SALE MOTION

The companies and syndicates at Lloyd's, London that individually subscribed to insurance policies identified as B0823AB7100402, B0823AB7A00435, B0823AM7B00195, 576/AJA2338, 576/AKA2338, 501/MU06AQJ1, 501/MU07AQJ1 and B08752008QAM5036, together with Illinois National Insurance Co. and any other member insurer of the American International Group, Inc. that previously insured the Debtor (collectively, the "Aviation Insurers") hereby file this comment to the Debtor's Motion to Sell Substantially All of Debtor's Assets Free and Clear of Liens (the "Sale Motion"). In support, the Aviation Insurers would

respectfully show the Court as follows:

1. On December 31, 2008, Superior Air Parts, Inc. (the “Debtor”) filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code, commencing this bankruptcy case. The Debtor continues to operate its businesses and manage its affairs as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

2. On January 2, 2009, the Debtor filed the Sale Motion in which the Debtor contemplates a sale of substantially all of its assets to a third party.

3. The Aviation Insurers provided insurance coverage to the Debtor for specified aviation risks during various time periods.

4. The Aviation Insurers do not object to a sale of the Debtor’s assets. However, the Aviation Insurers wish to make certain that any and all evidence that may be required to protect and defend claims filed against the Debtor concerning its aviation risks will be protected and preserved by the purchaser of the Debtor’s assets. Accordingly, the Aviation Insurers request that the Court include language substantively similar to the cooperation agreement attached hereto as Exhibit 1 in any order approving a sale of the Debtor’s assets.

5. By filing this Comment and requesting a cooperation provision, the Aviation Insurers do not admit that they have any obligations beyond those explicitly set out in the insurance contracts agreed between the Aviation Insurers and the Debtor, which provisions include the satisfaction of any and all deductibles before the Aviation Insurers respond to any claims or payment of any defense of claims thereunder.

BASED UPON THE FOREGOING, the Aviation Insurers respectfully request that the Court include language substantively similar to the cooperation agreement attached hereto as

Exhibit 1 in any order approving a sale of the Debtor's assets and grant the Aviation Insurers such other and further relief to which they may be entitled.

DATED: February 24, 2009.

Respectfully Submitted,

/s/ Melissa S. Hayward 02/24/09

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon all parties receiving electronic notice via the Court's CM/ECF system on February 24, 2009.

/s/ Melissa S. Hayward 02/24/09